



**LEADERSHIP, ADVOCACY AND SERVICE FOR MANITOBA'S PUBLIC SCHOOL BOARDS**

April 9, 2020

**TO: All Board Chairs, All Secretary-Treasurers**  
**FROM: MSBA Executive Director Josh Watt**  
**RE: Counsel re: electronic signing and signatures in relation to virtual or teleconference meetings.**

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**Good day Chairs and Secretary-Treasurers:**

When holding virtual board meetings or meetings by teleconference, boards may not be able to circulate documents such as board resolutions or other governance documents for original signature, as might be their usual practice. If you have not already done so, MSBA would suggest that you make changes to board policy to enable you to proceed with use of electronic signatures.

Once policy is in place to provide this enabling authority, electronic signatures can then be used in place of original signatures, so long as there is appropriate wording in the resolution (and subject to the clarification/counsel below). For a written board resolution, MSBA would suggest the following:

This resolution may be executed in any number of counterparts, including by way of facsimile or electronic transmission, each of which counterparts, whether by facsimile, electronic or otherwise, shall for all purposes be deemed to be an original, and all such counterparts shall together, constitute one and the same resolution.

MSBA would further suggest that boards review their by-laws as well as other policies, to ensure that there is nothing that specifically prohibits passing resolutions virtually through written means (including by way of counterpart).

We are somewhat limited in our ability to extend universal advice to all member boards without reviewing the governing by-laws of each specific board, but we would note that most corporate by-laws do not prohibit execution in counterparts, including exchange of electronic signature pages and so if this applies to your board's by-laws, then this should be permissible.

If anyone has questions, please do not hesitate to contact me further at [jwatt@mbschoolboards.ca](mailto:jwatt@mbschoolboards.ca)